

Before the
UNITED STATES COPYRIGHT ROYALTY JUDGES
The Library of Congress
Washington, D.C.

In re

**DETERMINATION OF RATES AND TERMS
FOR MAKING AND DISTRIBUTING
PHONORECORDS (Phonorecords III)**

**Docket No. 16-CRB-0003-PR
(2018-2022) (Remand)**

**DECLARATION AND CERTIFICATION OF LESLIE V. POPE
REGARDING RESTRICTED MATERIALS**

(On behalf of Amazon.com Services LLC)

1. I am counsel for Amazon.com Services LLC (“Amazon”) in the above-captioned case. I respectfully submit this declaration and certification pursuant to the terms of the Protective Order issued July 27, 2016 (“Protective Order”). I am authorized by Amazon to submit this Declaration on Amazon’s behalf.

2. I have reviewed the Written Supplemental Remand Testimony of Amazon’s fact witness, Rishi Mirchandani (Nov. 13, 2021) (the “Mirchandani WSRT”) (including the exhibits attached thereto and the documents produced in connection therewith). I have also reviewed the definitions and terms provided in the Protective Order. After consultation with my client, I have determined to the best of my knowledge, information and belief that portions of the Mirchandani WSRT (including the associated exhibits and documents) contain information that Amazon has designated as “confidential information” as defined by the Protective Order (“Protected Material”). The Protected Material is shaded in grey highlight in the restricted e-filings of the Mirchandani WSRT, and is fully redacted in the public e-filings of the same.

3. Such Protected Material includes, but is not limited to, testimony and exhibits involving (a) contracts and contractual terms, that are not available to the public, highly

competitively sensitive and, at times, subject to express confidentiality provisions with third parties; and (b) highly confidential internal business information, financial projections, financial data, and competitive strategy that are proprietary, not available to the public, and commercially sensitive.

4. If this contractual and strategic information were to become public, it would place Amazon at a commercial and competitive disadvantage, unfairly advantage other parties to the detriment of Amazon, and jeopardize its business interests. Information related to confidential contracts or relationships with third-party content providers could be used by Amazon's competitors, or by other content providers, to formulate rival bids, bid up Amazon's payments, or otherwise unfairly jeopardize Amazon's commercial and competitive interests.

5. The contractual, commercial and financial information described in the paragraphs above must be treated as Restricted Protected Material in order to prevent business and competitive harm that would result from the disclosure of such information while, at the same time, enabling Amazon to provide the Copyright Royalty Judges with the most complete record possible on which to base their determination in this proceeding.

Pursuant to 28 U.S.C. § 1746, I hereby declare under the penalty of perjury that, to the best of my knowledge, information and belief, the foregoing is true and correct.

Dated: November 15, 2021
Washington, D.C.

/s/ Leslie V. Pope
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Counsel for Amazon.com Services LLC

Proof of Delivery

I hereby certify that on Monday, November 15, 2021, I provided a true and correct copy of the Declaration and Certification of Leslie V. Pope Regarding Restricted Materials to the following:

Johnson, George, represented by George D Johnson, served via ESERVICE at george@georgejohnson.com

Google LLC, represented by David P Mattern, served via ESERVICE at dmattern@kslaw.com

Nashville Songwriters Association International, represented by Benjamin K Semel, served via ESERVICE at Bsemel@pryorcashman.com

National Music Publishers' Association (NMPA) et al, represented by Benjamin Semel, served via ESERVICE at Bsemel@pryorcashman.com

Spotify USA Inc., represented by Richard M Assmus, served via ESERVICE at rassmus@mayerbrown.com

Pandora Media, LLC, represented by Benjamin E. Marks, served via ESERVICE at benjamin.marks@weil.com

Signed: /s/ Leslie V Pope